

RECORDATION NO. 24448-C FILED

NOV 20 '06

12-59 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

November 14, 2006

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 6, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24448.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Dow Corning Corporation
2200 W. Salzburg Rd.
Midland, MI 48686

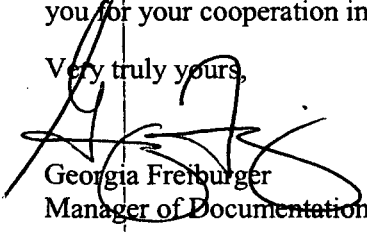
A description of the railroad equipment covered by the enclosed document is one (1) 52'6" gondola railcar, with GROX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(DOWC006)

ASSGN. NO.: DOWC006

NOV 20 '06

12-59 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of November, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Dow Corning Corporation ("Lessee"), a Michigan corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 17, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of _____, _____, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
Vice President Sales & MarketingBy: Susan Grokulskey

Title: _____

Name: SUSAN GROKULSKYTitle: MGR. OF DOCUMENTATION Executed on this 6th day of November 2006.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

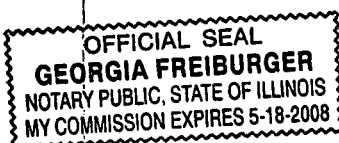
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of November 2006.

Commission Expires:

5-2008
(Notary Public)

[Signature]
Notary Public



LESSEE:

DOW CORNING CORPORATION

ATTEST:

By: Robert B. Gamm
Name: Robert B. Gamm
Title: Supply Manager

By: _____
Name: _____
Title: _____

Executed on this 30 day of Oct, 2006.

[CORPORATE SEAL]

STATE OF Michigan
COUNTY OF Midland

I, Trina K Oskvarek, a Notary Public of the County and State aforesaid,
certify that Robert Gamm personally appeared before me this day and
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30th day of October, 2006.

Trina K Oskvarek
Notary Public

Commission Expires:

May 31, 2011
(Notary Public)

Trina K. Oskvarek
NOTARY PUBLIC, MIDLAND COUNTY, MICHIGAN
MY COMMISSION EXPIRES MAY 31, 2011

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One (1)

DESCRIPTION OF CARS: 52'6", 4'6" sided gondola car with extreme height of 8'1" and 263,000 GWR.

CAR NUMBER: GROX 81139